QUARTERLY REPORT

LICENSEE Bally's Park Place, Inc., New Jersey

FOR THE QUARTER ENDED MARCH 31, 2001

TO THE
CASINO CONTROL COMMISSION
OF THE
STATE OF NEW JERSEY

BALANCE SHEETS

MARCH 31, 2001 AND 2000 (UNAUDITED) (\$ IN THOUSANDS)

·	(\$ IN THOUSANDS)	η		·	
LINE	DESCRIPTION		2001		2000
(a)	(b) 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		(c)		(d)
	ASSETS				
	Current Assets:				
1	Cash and cash equivalents	\$	32,026	\$	23,885
2	Short-term investments		-		-
3	Receivables and patrons' checks (net of allowance for doubtful				
	accounts - 2001, \$ 6,455; 2000, \$ 4,304) NOTE 2		52,795		37,080
4	Inventories		2,397		2,801
5:	Prepaid expenses and other current assets		3,114		2,794
6	Total current assets.		90,332	ļ	66,560
7	Investments, Advances, and Receivables NOTES 1 and 3		128,731		109,952
8	Property and Equipment - Gross. NOTES 1 and 4		1,055,062		1,017,016
9	Less: Accumulated Depreciation/Amortization NOTES 1 and 4		(503,340)	<u> </u>	(468,733)
10	Property and Equipment - Net.		551,722		548,283
$\frac{10}{11}$	Other Assets.	-	590		17,921
				<u> </u>	
12	Total Assets	\$	771,375	\$	742,716
	LIABILITIES AND EQUITY				
	Current Liabilities:				
13	Accounts payable	\$	5,730	\$	6,257
14	Notes payable		-		-
12	Current portion of long-term debt				
15	Due to affiliates		-		-
16	Other		56		63
17	Income taxes payable and accrued		-		-
18	Other accrued expenses		32,209		31,099
19	Other current liabilities NOTE 6		8,462	1	6,923
20	Total current liabilities		46,457		44,342
	Long-Term Debt:				
21	Due to affiliates		500,000		500,000
22	Other		1,880	1	2,218
23	Deferred Credits.			1	, -
24	Other Liabilities NOTE 8		2,137	T	18,855
25	Commitments And Contingencies NOTE 1		-		7
26	Total Liabilities		550,474		565,415
27	Stockholders', Partners', Or Proprietor's Equity		220,901		177,301
28	Total Liabilities And Equity	\$	771,375	\$	742,716

STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2001 AND 2000

(UNAUDITED) (\$ IN THOUSANDS)

LINE	DESCRIPTION	2001	2000
(A)	(b)	(c)	(d)
	·		
	REVENUE:		
1	Casino		\$ 121,571
2	Rooms	8,302	8,286
3	Food and Beverage	17,839	16,712
4	Other		2,963
5	Total Revenue	153,035	149,532
6	Less: Promotional allowances	16,850	15,926
7	Net Revenue	136,185	133,606
	COSTS AND EXPENSES:		
8	Costs of Goods and Services	75,047	70,413
2	Selling, General, and Administrative	25,702	24,907
10	Provision for Doubtful Accounts	486	525
11	Total costs and expenses	101,235	95,845
12	Gross Operating Profit	34,950	37,761
13	Depreciation and amortization	8,702	9,463
	Charges from affiliates other than interest:		
14	Management fees NOTE 9	4,076	4,006
15	Other		
<u>16</u>	Income (Loss) from Operations	22,172	24,292
	Other Income (Expenses):		
<u>17</u>	Interest (expense) - affiliates NOTE 7	(10,583)	(10,599)
18	Interest (expense) - external	(70)	(67)
<u>19</u>	Investment alternative tax and related income (expense) - net	(975)	(940)
20	Non-operating income (expense) - net NOTE 10	(344)	1,215
21	Total other income (expenses)	(11,972)	(10,391)
22	Income (Loss) Before Income Taxes and Extraordinary Items		13,901
23	Provision (credit) for income taxes	4,559	5,428
24	Income (Loss) Before Extraordinary Items	5,641	8,473
25	Extraordinary items (net of income taxes)		
26	Net Income (Loss)	\$ 5,641	\$ 8,473

The accompanying notes are an integral part of the financial statements. Valid comparisons cannot be made without using information contained in the notes.

STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2000 AND THE THREE MONTHS ENDED MARCH 31, 2001 (\$ IN THOUSANDS) (UNAUDITED)

19	18	17	16	15	74	13	12	-	10	9	8	7	6	ტ	4	3	2	**	Line (a)		
Balance, March 31, 2001				Distribution to PPE	Prior Period Adjustments	Dividends	Contribution to Paid - In Capital	Net Income - 2001	Balance, December 31, 2000	Possess			Distribution to PPE	Prior Period Adjustments	Dividends	Contribution to Paid - In Capital	Net Income - 2000	Balance, December 31, 1999	Description (b)		
100 \$									100									100 \$	Shares (c)	Commo	
-									1						***************************************			\$	Amount (d)	Common Stock	
																			Shares (e)	Preferre	
																			Amount (f)	Preferred Stock	
\$ 129,198									129,198									\$ 129,198	Capital (g)	Paid - In	Additional
																			(h)		
\$ 91,702								5,641	86,061						(10,000)		56,432	\$ 39,629	Deficit)	(Accumulated	Retained Earnings
\$ 220,901								5,641	215,260						(10,000)		56,432	\$ 168,828	(Deficit)		Total Stockholder's

The accompanying notes are an integral part of the financial statements. Valid comparisons cannot be made without using information contained in the notes.

STATEMENT OF CHANGES IN PARTNERS' OR PROPRIETOR'S EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2000 AND THE THREE MONTHS ENDED MARCH 31, 2001

(UNAUDITED)
(\$ IN THOUSANDS)

NOT APPLICABLE

		O trib to -d	Accumulated		Total
Lina	Description	Contributed	Earnings (Deficit)		Equity
Line	Description	Capital	1 '	(0)	(Deficit)
(a)	(b)	(c)	(d)	(e)	(f)
1	Balance, December 31, 1999				
2	Net Income (Loss) - 2000				
3	Capital Contributions				
4	Capital Withdrawals				
5	Partnership Distributions				
6	Prior Period Adjustments				
7					
8					
9					
10	Balance, December 31, 2000				
11	Net Income (Loss) - 2001				
12	Capital Contributions				
13	Capital Withdrawals				
14	Partnership Distributions				
15	Prior Period Adjustments				
16					
17					
18					
10	Poloneo March 31 2001				
19	Balance, March 31, 2001			L	<u> </u>

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE: BALLY'S PARK PLACE CASINO RESORT

STATEMENTS OF CASH FLOWS

Page 1 of 2

FOR THE THREE MONTHS ENDED MARCH 31, 2001 AND 2000

(UNAUDITED) (\$ IN THOUSANDS)

LIN	Description		2001	2000
(a)	(b)		(c)	(d)
1	Net Cash Provided (Used) By Operating Activities	\$	12,441	\$ 18,519
	Cash Flows From Investing Activities:			
2	Purchase of short-term investment securities		*****	
3	Proceeds from the sale of short-term investment securities			
4	Purchase outflows for property and equipment		(4,072)	(8,253)
5	Proceeds from disposition of property and equipment		75	37
6	Purchase of casino reinvestment obligations		(1,440)	(1,717)
2	Purchase of other investments and loans/advances made			
8	Proceeds from disposal of investments and collection			
	of advances and long-term receivables		(55)	341
2	Cash outflows to acquire business entities			
10				
11	Net book values of disposals			
12	Net Cash Provided (Used) By Investing Activities	L	(5,492)	(9,592)
	Cash Flows From Financing Activities:			
13	Cash proceeds from issuance of short-term debt	L		
14	Payments to settle short-term debt			****
15	Cash proceeds from issuance of long-term debt	L		
16	Costs of issuing debt			
17	Payments to settle long-term debt		(17)	(16)
18	Cash proceeds from issuing stock or capital contributions			****
12	Purchases of treasury stock			
20	Payments of dividends or capital withdrawals	L		
21	Change in payable to/receivable from affiliate	L	(10,795)	(18,343)
22		L		
23	Net Cash Provided (Used) By Financing Activities	L	(10,812)	(18,359)
24	Net Increase (Decrease) In Cash And Cash Equivalents		(3,863)	<u> </u>
25	Cash And Cash Equivalents At Beginning Of Period	L	35,889	33,317
26	Cash And Cash Equivalents At End Of Period	\$	32,026	\$ 23,885

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Cash Paid During Period For:			
27 Interest (net of amount capitalized)	\$	10,653	\$ 10,666
28 Income taxes	\$	4,559	5,428

STATEMENTS OF CASH FLOWS

Page 2 of 2

FOR THE THREE MONTHS ENDED MARCH 31, 2001 AND 2000

(UNAUDITED) (\$ IN THOUSANDS)

LIN	Description	2001	2000
(a)	(b)	(c)	(d)
	Net Cash Flows From Operating Activities:		
29	Net income (loss)	\$ 5,641	\$ 8,473
	Noncash items included in income and cash items		
	excluded from income:		
<u>30</u>	Depreciation and amortization of property and equipment	8,702	9,463
31	Amortization of other assets		*****
<u>32</u>	Amortization of Debt Discount or Premium		
<u>33</u>	Deferred Income taxes - current		
<u>34</u>	Deferred income taxes - noncurrent		
35	(Gain) loss on disposition of property and equipment	39	(31)
36	(Gain) loss on casino reinvestment obligations	975	940
<u>37</u>	(Gain) loss from other investment activities	937	(635)
38	Net (increase) decrease in receivables and patrons'		
	checks	(1,810)	(1,286)
39	Net (increase) decrease in inventories	(257)	(64)
40	Net (increase) decrease in other current assets	(311)	(421)
41	Net (increase) decrease in other assets	(289)	(701)
42	Net increase (decrease) in accounts payables	(815)	910
43	Net increase (decrease) in other current liabilities		
	excluding debt	(342)	1,056
44	Net increase in other noncurrent liabilities excluding debt	(29)	815
45	Loss on extinguishment of debt, net of income tax benefit		
46	Amortization of CRDA assets		
47	Net Cash Provided (Used) By Operating Activities	\$ 12,441	\$ 18,519

SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES

	Acquisition Of Property And Equipment:			
48	Additions to property and equipment	\$ 4,072	\$	8,253
49	Less: Capital lease obligations incurred			
<u>50</u>	Cash Outflows For Property And Equipment	\$ 4,072	\$	8,253
	Acquisition Of Business Entities:			
<u>51</u>	Property and equipment acquired	\$ 	\$	
52	Goodwill acquired			
<u>53</u>	Net assets acquired other than cash, goodwill, and			
	property and equipment			****
54	Long-term debt assumed			
55	Issuance of stock or capital invested			
56	Cash Outflows To Acquire Business Entities	\$ 	\$	
	Stock Issued Or Capital Contributions:			
57	Total issuances of stock or capital contributions	\$ ****	\$	
58	Less: Issuances to settle long-term debt			
<u>59</u>	Consideration in acquisition of business entities			***
60	Cash Proceeds From Issuing Stock Or Capital Contributions	\$ 	\$	
			T	

SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

(\$ IN THOUSANDS)

FOR THE THREE MONTHS ENDED MARCH 31, 2001

		Promotion	al Allowances	Promotion	nal Expenses
Line (a)	(b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	137,165	\$ 5,161		\$
2	Food	555,946	7,126		
3	Beverage	2,014,953	4,030		
4	Travel			12,798	962
5	Bus Program Cash			239,644	3,978
6	Other Cash Complimentarie	es		579,570	9,473
7	Entertainment	17,086	331	1,133	142
8	Retail & Non-Cash Gifts	3,508	153	2,020	109
9	Parking				
10	Other *	1,636	49	40,832	481
11	Total	2,730,294	\$ 16,850	875,997	\$ 15,145

^{*} No item in this category exceeds 5%.

(Unaudited)

(All dollar amounts in thousands)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and basis of presentation

The accompanying financial statements include the accounts of Bally's Park Place, Inc., a New Jersey corporation (the "Company"), a wholly owned subsidiary of Park Place Entertainment Corporation ("PPE"). The Company owns and operates the casino hotel resort in Atlantic City, New Jersey known as "Bally's Park Place Casino Resort". The Company operates in one industry segment and all significant revenues arise from its casino and supporting hotel operations. The accompanying financial statements should be read in conjunction with the Company's Casino Control Commission Quarterly Report for the year ended December 31, 2000.

All adjustments have been recorded which are, in the opinion of management, necessary for a fair presentation of the balance sheets of the Company at March 31, 2001 and 2000, and its statements of income for the three months ended March 31, 2001 and 2000 and its statements of cash flows for the three months ended March 31, 2001 and 2000. All such adjustments were of a normal recurring nature.

Seasonal factors

The Company's operations are subject to seasonal factors and, therefore, the results of operations for the three months ended March 31, 2001 and 2000 are not necessarily indicative of the results of operations for the full year.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses reported during the period. Actual results could differ from such estimates.

Revenue recognition and promotional allowances

Casino revenues represent the net revenue from gaming wins and losses. The revenues from hotel, food and beverage, and from theater ticket sales are recognized at the time the related services are performed. The Statement of Income reflects operating revenues including the retail value of complimentary services (also known as promotional allowances), which are deducted on a separate line to arrive at net revenues. Promotional allowances are provided to casino patrons without charge.

Inventories

Inventories are stated at the lower of cost (weighted average cost method) or market, which approximates replacement cost.

(Unaudited)

(All dollar amounts in thousands)

Property and equipment

Depreciation of property and equipment is provided on the straight-line method over the estimated economic lives of the related assets. Depreciation expense was \$8,702 and \$9,463 for the three months ended March 31, 2001 and 2000, respectively.

Asset class	<u>Life</u>
Buildings	40 years
Building improvements	3-10 years
Furniture, Fixtures and Equipment	3-10 years

Long-lived assets

The provisions of Statement of Financial Accounting Standard No. 121 "Accounting for the Impairment of Long-Lived Assets," require, among other things, that an entity review its long-lived assets and certain related intangibles for impairment whenever changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. The Company does not believe that any such changes have occurred.

Fair value of financial instruments

The fair values of the Company's financial instruments including receivables, payables and debt approximate their recorded book values at March 31, 2001 and 2000.

Investments in subsidiaries

The Company has an investment in GNOC, Corp. (which owns and operates the casino hotel resort in Atlantic City known as the "Atlantic City Hilton"). The Company also has investments in six other subsidiaries, Atlantic City Country Club, Inc., Bally's Park Place Realty Co., B.W. Realty, Inc., Bally Warwick, Inc., Bally's Land Ventures, Inc. and Bally's Skyscraper, Inc. The investments in all subsidiaries are reflected in the accompanying financial statements using the equity method.

Allocations and transactions with related parties

The Company transfers cash in excess of its operating needs to PPE on a daily basis. PPE provides the Company with cash advances for capital expenditures and working capital needs.

Certain executive, administrative and support operations of the Company and other PPE affiliates are consolidated, including limousine services, legal services, advertising, sales and marketing services, purchasing and certain other administrative departments. Costs of these operations are allocated to or from the Company either directly or using various formulas based on estimates of utilization of such services. Management believes the methods used to allocate these costs are reasonable.

(Unaudited)

(All dollar amounts in thousands)

Income taxes

Taxable income or loss of the Company is included in the consolidated federal income tax return of PPE. The Company provides for income taxes by applying the respective state and federal statutory rates to the results of operations. The corresponding liability or receivable is credited or charged to PPE. Deferred income tax assets and liabilities for temporary differences between the carrying amounts for financial reporting and income tax purposes, if any, are accounted for by PPE.

Casino Reinvestment Development Authority

The New Jersey Casino Control Act provides, among other things, for an assessment of licensees equal to 1.25% of their gross gaming revenues in lieu of an investment alternative tax equal to 2.5% of gross gaming revenues. The Company has satisfied this investment obligation by investing in qualified eligible direct investments, by making qualified contributions or by depositing funds with the Casino Reinvestment Development Authority (the "CRDA"). Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, may be donated to the CRDA in exchange for credits against future CRDA investment obligations. CRDA bonds have terms up to fifty years and bear interest at below market rates. The Company records a charge to reflect the estimated realizable value of its CRDA investments.

New Accounting Standard

Statement of Financial Accounting Standard No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"), is effective for all fiscal years beginning after June 15, 2000. SFAS 133, as amended, establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. Under SFAS 133, certain contracts that were not formerly considered derivatives may now meet the definition of a derivative. The Company adopted SFAS 133 January 1, 2001. The adoption of SFAS 133 did not have a significant impact on the financial position, results of operations, or cash flows of the Company.

NOTE 2 – RECEIVABLES AND PATRONS' CHECKS

Receivables and patrons' checks as of March 31 consist of the following:

	2001	
Casino receivables (net of allowance for doubtful accounts – \$6,390 in 2001 and \$4,239 in 2000)	\$ 7,358	\$ 8,346
Receivable from CRDA	9	567
Other (net of allowance for doubtful accounts – \$65 in 2001 and 2000)	4,268	3,304
Due from PPE	15,149	10,183
Due from Atlantic City Country Club, Inc.	14,716	11,805
Due from affiliates	11,295 \$ 52,795	2,875 \$ 37,080

(All dollar amounts in thousands)

NOTE 3 - INVESTMENTS, ADVANCES AND RECEIVABLES

Investments, advances and receivables as of March 31 consist of the following:

	_2001	2000
Investment in wholly owned subsidiaries:		
Atlantic City Country Club, Inc.	\$ 17,536	\$ 18,635
Bally's Park Place Realty Company	15,625	15,625
B.W. Realty, Inc.	5,307	5,221
Bally Warwick, Inc.	4,166	4,166
Bally's Land Ventures Realty, Inc.	14,342	6,626
GNOC, Corp.	42,796	33,540
Total investment in subsidiaries	99,772	83,813
Casino Reinvestment Development Authority		
Investment obligations (less valuation reserves		
of \$11,557 in 2001 and \$9,561 in 2000)	26,040	22,089
Jacobs Family Terrace mortgage receivable		
(less reserve of \$250 in 2001 and 2000)	1,880	1,973
Less current portion	(68)	(79)
Total Jacobs Family Terrace receivable	1,812	1,894
Long-term receivable from GNOC, Corp.	1,107	2,156
	\$128,731	\$109,952

The Company, GNOC, Corp. and the CRDA entered into a credit exchange agreement and an investment agreement in 1998. The credit exchange agreement permits the exchange of certain current and future CRDA obligations between the Company and GNOC, Corp. resulting in the long-term receivable from GNOC, Corp. The investment agreement provides an investment plan for use of certain current and future CRDA funds.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment as of March 31 consist of the following:

•	2001	2000
Land	\$ 79,492	\$ 77,486
Buildings and improvements	742,692	721,898
Furniture, fixtures and equipment	228,810	211,812
Construction in progress	4,068	5,820
	1,055,062	1,017,016
Less accumulated depreciation and amortization	(503,340)	(468,733)
•	\$ 551,722	\$ 548,283

(Unaudited)

(All dollar amounts in thousands)

NOTE 5 - OTHER ACCRUED EXPENSES

Other accrued expenses as of March 31 consist of the following:

		2000
Accrued payroll and benefits	\$ 13,178	\$ 15,021
Insurance claims	5,021	4,983
Other	14,010	11,095
	<u>\$ 32,209</u>	\$ 31,099

NOTE 6 - OTHER CURRENT LIABILITIES

Other current liabilities as of March 31 consist of the following:

	2001	2000
Chip and token liability	\$ 1,213	*
Due to affiliates	5,524	· ·
Other	1,725 \$ 8,462	1,188 \$ 6,923

NOTE 7 - LONG-TERM DEBT-DUE TO AFFILIATES AND OTHER

Long-term debt-due to affiliates and other as of March 31 consist of the following:

		2000
Long-term debt due to affiliates: 8.5% Note payable to PPE due January 1, 2009	\$ 500,000	\$ 500,000
Long-term debt-other: Other secured and unsecured debt	\$ 1,880	<u>\$ 2,218</u>

In January 1999, the Company executed a \$500,000 note payable to PPE with interest at a rate of 8.5% per annum, payable on the last business day of each quarter.

(Unaudited)

(All dollar amounts in thousands)

NOTE 8 - OTHER LIABILITIES

Other liabilities as of March 31 consist of the following:

Retirement and other employee benefit plans Other	\$	1,668 469	\$	18,429 426
	\$	2,137	\$	18,855

NOTE 9 - CHARGES FROM AFFILIATES-MANAGEMENT FEE

The Company and PPE have entered into an administrative services and management agreement. Under the agreement, PPE provides certain services to the Company in the conduct of its business including, but not limited to operations, marketing, banking, accounting, insurance, tax, regulatory and public company reporting, human resource and benefit administration and other administrative functions. In consideration of the performance of these duties, the Company pays PPE a monthly management fee, equal to three percent of revenues (net of complimentary services).

NOTE 10 - NONOPERATING INCOME (EXPENSE) - NET

Nonoperating income (expense) for the three months ended March 31 consist of the following:

	2001			
Interest income	\$	429	\$	349
Gain (loss) on sale of assets		(39)		31
Equity in income (loss) of unconsolidated subsidiaries		(937)		635
Other		203		200
	\$	(344)	<u>\$</u>	1,215

STATEMENT OF CONFORMITY, ACCURACY AND COMPLIANCE

- 1. I have examined this Quarterly Report.
- All the information contained in this Quarterly Report has been prepared in conformity with the Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts
- 3. To the best of my knowledge and belief, the information contained in this report is accurate.
- 4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.A.C. 19:43-4.2(b)1-5 during the quarter.

Signature

Vice President/Chief Financial Officer Title

#7438-11 License Number

On Behalf Of:

<u>Bally's Park Place, Inc. NJ</u>

Casino Licensee